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December 27, 2005

**BY HAND DELIVERY**

Mr. Lawrence H. Norton  
Office of the General Counsel  
Federal Election Commission  
999 E Street, NW  
Washington, DC 20463

**Re: MUR 5684**

Dear Mr. Norton:

On behalf of Kerry-Edwards 2004, Inc. and Robert Farmer, as Treasurer (collectively, "KE04"), this letter is submitted in response to the complaint filed by the National Legal and Policy Center ("the Complaint") and subsequently labeled MUR no. 5684. The Commission should take no action against KE04 and should immediately remove KE04 from the list of respondents.

The Complaint, which was filed one year after the election, does not list KE04 among the respondents that the National Legal and Policy Center alleges "have apparently knowingly and willfully violated federal law." Complaint at 1. Nonetheless, the letter to KE04 from the FEC's Complaints Examination & Legal Administration Division states that KE04 may have violated the Act. No basis for an alleged violation by KE04 could be found in the Complaint and KE04 respectfully questions why it was included as a respondent in the first place.

Notwithstanding KE04's objection to being listed as a respondent, this response will address the question of coordination, since the Complaint includes a heading entitled "Possible Coordination with Kerry Campaign," which refers to two celebrities, James Carville and Leonardo DiCaprio. Any allegation that KE04 coordinated with Citizen Change through James Carville, Leonardo DiCaprio or any other person is without merit. Specifically, KE04 did not request or suggest that Citizen Change take any action on its behalf; it had no material involvement with any of Citizen Change's

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communications or any of its other activities; it had no substantial discussions involving Citizen Change; it is not aware of any of its vendors, former employees or independent contractors performing any services for Citizen Change; and finally, KE04 had no agreement or formal collaboration with Citizen Change. See 11 C.F.R. § 109.21.

KE04 believes there is no basis for the Commission to take any action against it and respectfully requests that its name be removed from the list of respondents.

Very truly yours,



Marc E. Elias  
Counsel to Kerry-Edwards 2004, Inc. and  
Robert Farmer, as Treasurer